

**THE
GREENBRIER
COMPANIES**

The Greenbrier Companies, Inc.

One Centerpointe Drive Suite 200
Lake Oswego Oregon 97035
503 684 7000 Fax 503 684 7553

RECORDATION NO. 23909-13 FILED

April 5, 2004

APR 12 '04 3-09 PM

SURFACE TRANSPORTATION BOARD



Mr. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, D.C. 20423-0001

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303 are three (3) originals and two (2) photocopies of a Memorandum of Lease Agreement for Schedule No. 3 dated as of September 1, 2003, a secondary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

This document relates to the Lease Agreement dated as of December 1, 2001, which was duly filed and recorded on March 21, 2002 and assigned Recordation Number 23909.

The names and addresses of the parties to the enclosed document are:

Lessor: Greenbrier Leasing Corporation
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97035

Lessee: GWI Leasing Corporation
1200 - C Scottsville Road, Suite 200
Rochester, NY 14624

A description of the railroad equipment covered by the enclosed document is:

Sixty-five (65) 73-foot, 286,000 lb. GRI, riserless centerbeam flatcars, marked and numbered AOK 27600 through AOK 276664, inclusive.

Mr. Vernon A. Williams

April 5, 2004

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Also enclosed is a payment of \$30 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document not needed for your files to the undersigned.

A short summary of the enclosed primary document to appear in the Board's Index is:

Memorandum of Lease Agreement for Schedule No. 3 dated as of September 1, 2003 to Lease Agreement dated December 1, 2001 between Greenbrier Leasing Corporation, Lessor, and GWI Leasing Corporation, Lessee.

If you have any questions, please do not hesitate to call.

Sincerely,



Janet E. Germer
Executive Assistant

jeg
Enclosure

cc: Robert W. Alvord, Esq.

RECOMMENDATION NO. 23909-13 FILED

APR 12 2004 3-09 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AGREEMENT
BETWEEN
GREENBRIER LEASING CORPORATION ("LESSOR")
AND
GWI LEASING CORPORATION ("LESSEE")

DECEMBER 1, 2001

SCHEDULE NO. 3 DATED SEPTEMBER 1, 2003

Memorandum Schedule No. 3 dated September 1, 2003, to a Lease Agreement dated December 1, 2001, by and between Greenbrier Leasing Corporation, a Delaware corporation ("Lessor"), and GWI Leasing Corporation, a Delaware corporation ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor sixty-five (65) 73-foot, 286,000 lb. GRL, riserless centerbeam flatcars, marked and numbered AOK 27600 through AOK 27664, inclusive.
2. The Lease Agreement and Schedule No. 3 shall be effective as of the date first set forth hereinabove and shall be subject to the lease term, as described in the Lease Agreement and Schedule No. 3.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

LESSOR:

LESSEE:

GREENBRIER LEASING CORPORATION

GWJ LEASING CORPORATION

BY: Norris M. Webb

BY: Carl P. Belke

NAME: NORRIS M. WEBB

NAME: CARL P. BELKE

TITLE: Executive Vice President

TITLE: GM - FLEET

DATE: 4/5/04

DATE: March 24, 2004

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this 5th day of April, 2008⁴, before me personally appeared Norriss M. Webb, to me personally known, who being by me duly sworn, says that he is the Executive Vice President of Greenbrier Leasing Corporation that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Janet E. Germer
NOTARY PUBLIC

My commission expires: 5/28/2006



STATE OF New York)
) ss.
COUNTY OF Livingston)

On this 24th day of March, 2008⁴, before me personally appeared Carl Belke, to me personally known, who being by me duly sworn, says that he is the GM-Fleet of GWI Leasing Corporation that the foregoing instrument was signed on behalf of said corporation, and he or she acknowledged that the execution of the said instrument was his or her free act and deed.

Janet R. Hartman
NOTARY PUBLIC

My commission expires: 12-31-06

JANET R. HARTMAN
Notary Public - State of New York
Qualified in Livingston County
My Commission Expires December 31, 2006